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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

DELPHI CORPORATION, at al.,

**Case No. 05-44481 (RDD)**  
**Jointly Administered**

Debtors.

**Chapter 11**

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**ORDER COMPELLING THE DEBTOR TO ASSUME OR REJECT AN EXECUTORY  
CONTRACT WITHIN A SPECIFIED TIME PURSUANT TO 11 U.S.C. § 365(d)(2)**

Upon the annexed motion of Russell Reynolds Associates, Inc. (“RRA”), by its attorney Charles E. Boulbol, P.C., dated November 9, 2005, for the entry of an Order Compelling Debtor to Assume or Reject an executory contract dated July 12, 2005 pursuant to 11 U.S.C. § 365(d)(2), and for related relief; and good and sufficient notice of the hearing to consider the motion have been served by RRA and a hearing upon the Motion having been held on November 29, 2005, before the undersigned United States Bankruptcy Judge Robert D. Drain; and after hearing RRA in support of the Motion; and upon the record made before me; and after due consideration of all papers filed in connection with the Motion; and it appearing that the relief requested in the Motion is warranted; due deliberation having been had and sufficient cause appearing to me therefor; it is

ORDERED, that the Motion be, and hereby is, granted, and it is further

ORDERED, that the Debtors shall decide on or before \_\_\_\_\_ whether to assume or reject the executory contract dated July 12, 2005 between RRA and Debtors; and it is further

ORDERED that if the Debtors reject the executory contract dated July 12, 2005, then RRA shall be entitled to a hearing to determine the reasonable value of its post-petition services to Debtors in accordance with the provisions of 11 U.S.C. § 503 (b)(1).

Dated: New York, New York  
November \_\_\_\_, 2005

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HON. ROBERT D. DRAIN  
United States Bankruptcy Judge